

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W. R. GRACE & CO., a Delaware Corporation, et al.,

Debtors.

§ Chapter 11

**§ Jointly Administered
§ Case No. 01-01139 (JKF)**

**§ Objection Deadline:
§ March 2, 2011**

NOTICE OF MONTHLY FEE AND EXPENSE INVOICE

To: The Notice Parties Listed on Exhibit A hereto

Name of Applicant: Warren H. Smith & Associates, P. C.

Authorized to Provide Professional Services to: The United States Bankruptcy Court

Date of Retention: March 18, 2002

Period for which compensation and/or reimbursement is sought: January 1, 2011 through January 31, 2011

| Date Filed | Period Covered | Requested | | Paid | |
|------------|--------------------------------|-------------|------------|-------------|------------|
| | | Fees | Expenses | Fees | Expenses |
| 05/08/2002 | March 1, 2002 – March 31, 2002 | \$2,889.50 | -0- | \$2,889.50 | -0- |
| 05/08/2002 | April 1, 2002 – April 30, 2002 | \$18,448.00 | \$100.73 | \$18,448.00 | \$100.73 |
| 6/11/2002 | May 1, 2002 – May 31, 2002 | \$50,706.00 | \$12.68 | \$50,706.00 | \$12.68 |
| 7/9/2002 | June 1, 2002 – June 30, 2002 | \$42,317.00 | \$249.48 | \$42,317.00 | \$249.48 |
| 8/8/2002 | July 1, 2002 – July 31, 2002 | \$43,808.50 | \$1,001.27 | \$43,808.50 | \$1,001.27 |

| | | | | | |
|------------|--|-------------|------------|-------------|------------|
| 9/19/2002 | August 1, 2002 – August 30, 2002 | \$36,301.02 | \$526.69 | \$36,301.02 | \$526.69 |
| 10/16/2002 | September 1, 2002 – September 30, 2002 | \$56,015.00 | \$572.44 | \$56,015.00 | \$572.44 |
| 11/18/2002 | October 1, 2002 – October 31, 2002 | \$47,896.50 | \$1,314.90 | \$47,896.50 | \$1,314.90 |
| 12/13/02 | November 1, 2002 – November 30, 2002 | \$41,540.00 | \$1,286.94 | \$41,540.00 | \$1,286.94 |
| 1/21/03 | December 1, 2002 – December 31, 2002 | \$38,614.50 | \$0.00 | \$38,614.50 | \$0.00 |
| 2/17/03 | January 1, 2003 – January 31, 2003 | \$44,241.50 | \$623.83 | \$44,241.50 | \$623.83 |
| 3/20/03 | February 1, 2003 – February 28, 2003 | \$39,703.50 | \$930.68 | \$39,703.50 | \$930.68 |
| 4/18/03 | March 1, 2003 – March 31, 2003 | \$18,866.00 | \$76.67 | \$18,866.00 | \$76.67 |
| 05/27/03 | April 1, 2003 – April 30, 2003 | \$22,519.00 | \$951.12 | \$22,519.00 | \$951.12 |
| 06/05/03 | May 1, 2003 – May 31, 2003 | \$11,912.50 | \$79.98 | \$11,912.50 | \$79.98 |
| 07/08/03 | June 1, 2003 – June 30, 2003 | \$17,623.50 | \$119.11 | \$17,623.50 | \$119.11 |
| 08/13/03 | July 1, 2003 – July 31, 2003 | \$12,802.50 | \$642.74 | \$12,802.50 | \$642.74 |
| 09/15/03 | August 1, 2003 – August 31, 2003 | \$15,136.00 | \$157.28 | \$15,136.00 | \$157.28 |
| 10/08/03 | September 1, 2003 – September 30, 2003 | \$23,168.00 | \$297.52 | \$23,168.00 | \$297.52 |
| 11/11/03 | October 1, 2003 – October 31, 2003 | \$5,107.00 | \$547.19 | \$5,107.00 | \$547.19 |
| 12/10/03 | November 1, 2003 – November 30, 2003 | \$11,605.00 | \$118.13 | \$11,605.00 | \$118.13 |
| 01/13/04 | December 1, 2003 – December 31, 2003 | \$10,316.50 | \$157.39 | \$10,316.50 | \$157.39 |
| 02/12/04 | January 1, 2004 – January 31, 2004 | \$10,599.00 | \$56.54 | \$10,599.00 | \$56.54 |
| 03/08/04 | February 1, 2004 – February 29, 2004 | \$12,038.50 | \$369.90 | \$12,038.50 | \$369.90 |
| 04/08/04 | March 1, 2004 – March 31, 2004 | \$7,875.50 | \$216.00 | \$7,875.50 | \$216.00 |
| 05/07/04 | April 1, 2004 – April 30, 2004 | \$9,795.00 | \$972.93 | \$9,795.00 | \$972.93 |
| 06/07/04 | May 1, 2004 – May 31, 2004 | \$22,386.00 | \$91.40 | \$22,386.00 | \$91.40 |
| 07/07/04 | June 1, 2004 – June 30, 2004 | \$17,039.00 | \$486.07 | \$17,039.00 | \$486.07 |

| | | | | | |
|----------|--------------------------------------|-------------|----------|-------------|----------|
| 08/09/04 | July 1, 2004-July 31, 2004 | \$24,443.00 | \$47.38 | \$24,443.00 | \$47.38 |
| 09/09/04 | August 1, 2004-August 31, 2004 | \$14,092.50 | \$262.91 | \$14,092.50 | \$262.91 |
| 10/07/04 | September 1, 2004-September 30, 2004 | \$2,201.00 | \$259.75 | \$2,201.00 | \$259.75 |
| 11/08/04 | October 1, 2004-October 31, 2004 | \$28,560.00 | \$30.75 | \$28,560.00 | \$30.75 |
| 12/09/04 | November 1, 2004-November 30, 2004 | \$11,232.50 | \$70.70 | \$11,232.50 | \$70.70 |
| 01/12/05 | December 1, 2004-December 31, 2004 | \$10,131.00 | \$475.46 | \$10,131.00 | \$475.46 |
| 02/09/05 | January 1, 2005-January 31, 2005 | \$16,727.00 | \$105.75 | \$16,727.00 | \$105.75 |
| 03/09/05 | February 1, 2005-February 28, 2005 | \$26,860.00 | \$32.33 | \$26,860.00 | \$32.33 |
| 04/08/05 | March 1, 2005-March 31, 2005 | \$13,638.50 | \$538.66 | \$13,638.50 | \$538.66 |
| 05/06/05 | April 1, 2005-April 30, 2005 | \$5,078.00 | \$129.68 | \$5,078.00 | \$129.68 |
| 06/09/05 | May 1, 2005-May 31, 2005 | \$24,677.50 | \$32.04 | \$24,677.50 | \$32.04 |
| 07/08/05 | June 1, 2005-June 30, 2005 | \$12,057.50 | \$156.81 | \$12,057.50 | \$156.81 |
| 08/08/05 | July 1, 2005-July 31, 2005 | \$13,649.00 | \$665.39 | \$13,649.00 | \$665.39 |
| 09/08/05 | August 1, 2005-August 31, 2005 | \$19,686.00 | \$0.00 | \$19,686.00 | \$0.00 |
| 10/13/05 | September 1, 2005-September 30, 2005 | \$19,931.00 | \$0.00 | \$19,931.00 | \$0.00 |
| 11/10/05 | October 1, 2005-October 31, 2005 | \$21,781.00 | \$334.60 | \$21,781.00 | \$334.60 |
| 12/12/05 | November 1, 2005-November 30, 2005 | \$22,727.50 | \$427.55 | \$22,727.50 | \$427.55 |
| 1/9/06 | December 1, 2005-December 31, 2005 | \$10,335.00 | \$0.00 | \$10,335.00 | \$0.00 |
| 02/10/06 | January 1, 2006-January 31, 2006 | \$12,401.00 | \$827.44 | \$12,401.00 | \$827.44 |
| 03/08/06 | February 1, 2006-February 28, 2006 | \$25,605.50 | \$19.64 | \$25,605.50 | \$19.64 |
| 04/06/06 | March 1, 2006-March 31, 2006 | \$32,419.00 | \$264.14 | \$32,419.00 | \$264.14 |
| 05/08/06 | April 1, 2006-April 30, 2006 | \$26,496.00 | \$789.83 | \$26,496.00 | \$789.83 |
| 06/21/06 | May 1, 2006-May 31, 2006 | \$22,996.00 | \$43.82 | \$22,996.00 | \$43.82 |

| | | | | | |
|----------|--------------------------------------|-------------|------------|-------------|------------|
| 12/8/06 | June 1, 2006-June 30, 2006 | \$9,674.50 | \$0.00 | \$9,674.50 | \$0.00 |
| 12/28/06 | July 1, 2006-July 31, 2006 | \$13,967.00 | \$648.60 | \$13,967.00 | \$648.60 |
| 11/10/06 | August 1, 2006-August 31, 2006 | \$22,714.90 | \$53.90 | \$22,714.90 | \$53.90 |
| 11/16/06 | September 1, 2006-September 30, 2006 | \$22,629.00 | \$31.52 | \$22,628.10 | \$31.52 |
| 11/28/06 | October 1, 2006-October 31, 2006 | \$15,636.50 | \$472.43 | \$15,636.50 | \$472.43 |
| 01/04/07 | November 1, 2006-November 30, 2006 | \$10,158.00 | \$4.80 | \$10,158.00 | \$4.80 |
| 01/15/07 | December 1, 2006-December 31, 2006 | \$10,567.00 | \$14.80 | \$10,567.00 | \$14.80 |
| 05/03/07 | January 1, 2007-January 31, 2007 | \$28,915.00 | \$632.64 | \$28,915.00 | \$632.64 |
| 05/03/07 | February 1, 2007-February 28, 2007 | \$38,358.00 | \$35.88 | \$38,358.00 | \$35.88 |
| 05/03/07 | March 1, 2007-March 31, 2007 | \$22,023.00 | \$70.48 | \$22,023.00 | \$70.48 |
| 05/10/07 | April 1, 2007- April 30, 2007 | \$10,877.00 | \$78.40 | \$10,877.00 | \$78.40 |
| 6/19/07 | May 1, 2007- May 31, 2007 | \$24,573.00 | \$39.52 | \$24,573.00 | \$39.52 |
| 7/17/07 | June 1, 2007- June 30, 2007 | \$30,217.00 | \$601.56 | \$30,217.00 | \$601.56 |
| 3/7/08 | July 1, 2007- July 31, 2007 | \$32,004.00 | \$31.44 | \$32,004.00 | \$31.44 |
| 3/7/08 | August 1, 2007-August 31, 2007 | \$36,986.50 | \$39.68 | \$36,986.50 | \$39.68 |
| 3/7/08 | September 1, 2007-September 30, 2007 | \$23,018.00 | \$1,108.59 | \$23,018.00 | \$1,108.59 |
| 6/6/08 | October 1, 2007-October 31, 2007 | \$22,493.50 | \$1.76 | \$22,493.50 | \$1.76 |
| 6/6/08 | November 1, 2007-November 30, 2007 | \$23,889.50 | \$0.00 | \$23,889.50 | \$0.00 |
| 6/6/08 | December 1, 2007-December 31, 2007 | \$8,786.50 | \$0.00 | \$8,786.50 | \$0.00 |
| 8/6/08 | January 1, 2008-January 31, 2008 | \$24,338.00 | \$0.00 | \$24,338.00 | \$0.00 |
| 8/6/08 | February 1, 2008-February 29, 2008 | \$20,847.50 | \$0.00 | \$20,847.50 | \$0.00 |
| 4/17/08 | March 1, 2008-March 31, 2008 | \$7,306.50 | \$0.00 | \$7,306.50 | \$0.00 |
| 5/7/08 | April 1, 2008-April 31, 2008 | \$16,163.00 | \$0.00 | \$16,163.00 | \$0.00 |

| | | | | | |
|----------|--------------------------------------|-------------|------------|-------------|------------|
| 6/10/08 | May 1, 2008-May 31, 2008 | \$11,542.50 | \$0.00 | \$11,542.50 | \$0.00 |
| 7/7/08 | June 1, 2008-June 31, 2008 | \$37,931.50 | \$790.69 | \$37,931.50 | \$790.69 |
| 8/5/08 | July 1, 2008-July 31, 2008 | \$26,055.00 | \$0.00 | \$26,055.00 | \$0.00 |
| 8/5/08 | August 1, 2008-August 31, 2008 | \$14,180.83 | \$1,332.28 | \$14,180.83 | \$1,332.28 |
| 10/30/08 | September 1, 2008-September 30, 2008 | \$32,363.00 | \$44.24 | \$32,363.00 | \$44.24 |
| 11/10/08 | October 1, 2008-October 31, 2008 | \$19,026.00 | \$0.00 | \$19,026.00 | \$0.00 |
| 1/14/09 | November 1, 2008-November 30, 2008 | \$23,606.50 | \$468.42 | \$23,606.50 | \$468.42 |
| 1/15/09 | December 1, 2008-December 31, 2008 | \$22,850.00 | \$64.32 | \$22,850.00 | \$64.32 |
| 4/23/09 | January 1, 2009-January 31, 2009 | \$10,853.00 | \$63.52 | \$10,853.00 | \$63.52 |
| 4/16/09 | February 1, 2009-February 28, 2009 | \$13,109.00 | \$198.01 | \$13,109.00 | \$198.01 |
| 4/28/09 | March 1, 2009-March 31, 2009 | \$19,604.00 | \$33.28 | \$19,604.00 | \$33.28 |
| 5/7/09 | April 1, 2009-April 30, 2009 | \$23,475.00 | \$68.56 | \$23,475.00 | \$68.56 |
| 6/4/09 | May 1, 2009-May 31, 2009 | \$15,414.50 | \$157.28 | \$15,414.50 | \$157.28 |
| 7/7/09 | June 1, 2009-June 30, 2009 | \$19,387.50 | \$490.50 | \$19,387.50 | \$490.50 |
| 8/7/09 | July 1, 2009-July 31, 2009 | \$13,041.00 | \$310.53 | \$13,041.00 | \$310.53 |
| 9/10/09 | August 1, 2009-August 31, 2009 | \$20,399.50 | \$1,514.44 | \$20,399.50 | \$1,514.44 |
| 10/6/09 | September 1, 2009-September 30, 2009 | \$15,066.00 | \$361.29 | \$15,066.00 | \$361.29 |
| 11/6/09 | October 1, 2009-October 31, 2009 | \$18,756.50 | \$176.34 | \$15,005.50 | \$176.34 |
| 12/8/09 | November 1, 2009-November 30, 2009 | \$20,911.00 | \$366.95 | \$20,911.00 | \$366.95 |
| 01/11/10 | December 1, 2009-December 31, 2009 | \$6,365.50 | \$281.26 | \$6,365.50 | \$281.26 |
| 02/05/10 | January 1, 2010-January 31, 2010 | \$19,376.00 | \$120.35 | \$19,376.00 | \$120.35 |
| 03/08/10 | February 1, 2010-February 28, 2010 | \$18,016.00 | \$300.11 | \$14,412.80 | \$300.11 |
| 04/06/10 | March 1, 2010-March 31, 2010 | \$11,251.25 | \$1,652.81 | \$9,001.00 | \$1,652.81 |

| | | | | | |
|----------|--|-------------|------------|-------------|------------|
| 05/07/10 | April 1, 2010 – April 30, 2010 | \$18,018.00 | \$189.96 | \$14,414.70 | \$189.96 |
| 06/04/10 | May 1, 2010 – May 31, 2010 | \$31,176.00 | \$703.00 | \$24,940.80 | \$703.00 |
| 07/06/10 | June 1, 2010 – June 30, 2010 | \$6,692.25 | \$2,453.69 | \$5,353.80 | \$2,453.69 |
| 08/06/10 | July 1, 2010 - July 31, 2010 | \$8,207.50 | \$2,597.94 | \$6,566.00 | \$2,597.94 |
| 09/07/10 | August 1, 2010 – August 31, 2010 | \$19,097.00 | \$302.00 | \$15,277.60 | \$302.00 |
| 10/06/10 | September 1, 2010 – September 30, 2010 | \$17,812.25 | \$533.49 | \$14,249.80 | \$533.49 |
| 11/05/10 | October 1, 2010 – October 31, 2010 | \$10,059.25 | \$119.09 | \$8,047.40 | \$119.09 |
| 12/10/10 | November 1, 2010 – November 30, 2010 | \$14,308.00 | \$206.11 | \$10,971.14 | \$206.11 |
| 1/7/11 | December 1, 2010- December 31, 2010 | \$6,462.25 | \$230.52 | \$5,169.80 | \$230.52 |
| 2/9/11 | January 1, 2011- January 31, 2011 | \$9,469.50 | \$70.64 | \$0.00 | \$0.00 |

PLEASE TAKE NOTICE that Warren H. Smith and Associates, P. C. (the "Applicant") has today filed this Notice of Monthly Fee and Expense Invoice for January 1, 2011 through January 31, 2011 (this "Monthly Fee Statement") pursuant to the Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Allowance and Payment of Compensation and Reimbursement of Expenses of Applicants and Consideration of Fee Applications (the "Fee Auditor Order").

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before March 2, 2011 at 4:00 p.m. (prevailing Eastern Time) (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 5th Floor, 824 Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall certify in writing to the Debtors and Counsel to the Debtors that no objection, or an objection, has been filed with the Court relative to this Notice, whichever is applicable, after which the Debtors shall pay to the Professional an amount equal to the lesser of (i) 80 per cent of the fees and 100 percent of the expenses

requested in this Monthly Fee Statement or (ii) 80 per cent of the fees and 100 percent of the expenses not subject to an objection. All fees and expenses in this Monthly Fee Statement will be included in the next interim application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objection at such time.

Dated: February 9, 2010

Respectfully submitted,

WARREN H. SMITH & ASSOCIATES, P. C.

By: 

Warren H. Smith
State Bar No. 18757050
325 N. Saint Paul
Suite 1250
Dallas, Texas 75201
(214) 698-3868
(214) 722-0081 (FAX)

FEE AUDITOR

CERTIFICATE OF SERVICE

I, Warren H. Smith, certify that I am not less than 18 years of age, and that service of a copy of the attached *Notice of Monthly Fee and Expense Invoice* (for Warren H. Smith & Associates, P. C. for January, 2011) was made February 9, 2011, upon the Notice Parties identified as "Exhibit A" in the Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Allowance and Payment of Compensation and Reimbursement of expenses of Professionals and Members of Official Committees and Consideration of Fee Applications (as modified) via email, or by hand delivery to those Parties located in Wilmington, Delaware.

Under penalty of perjury, I declare that the foregoing is true and correct.



Warren H. Smith

Exhibit A

Notice of Parties

The Debtors

David B. Siegel, Esquire
Sr. V.P. and Gen. Counsel
W.R. Grace & Co.
7500 Grace Drive
Columbia MD 21044
wiliam.sparks@grace.com

Co-Counsel for the Debtors

James H.M. Sprayregen, Esquire
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601
james_kapp@chicago.kirkland.com

Laura Davis Jones, Esquire
David Carickhoff, Esquire
Pachulski, Stang, Ziehl, Young & Jones,
P.C.
919 Market Street, Suite 1600
Wilmington, DE 19801
dcarickhoff@pszyj.com

Co-Counsel to the Debtor-in-Possession

J. Douglas Bacon, Esquire
Latham & Watkins
Sears Tower, Suite 5800
Chicago IL 60606
david.heller@lw.com
carol.hennessey@lw.com

Steven M. Yoder, Esquire
The Bayard Firm
222 Delaware Avenue
Wilmington, DE 19801
syoder@bayardfirm.com

Counsel to the Official Committee of Unsecured Creditors

Lewis Kruger, Esquire
Stroock Stroock and Lavan
180 Maiden Lane
New York NY 10038-4982
rserrette@stroock.com

Michael R. Lastowski, Esquire
Duane, Morris & Heckscher, LLP
1100 N. Market Street, Suite 1200
Wilmington, DE 19801-1246
mlastowski@duanemorris.com

Counsel to the Official Committee of Asbestos Property Damage Claimants

Scott L. Baena, Esquire
Bilzin Sumberg Dunn Baena Price &
Axelrod
First Union Financial Center
200 South Biscayne Blvd., Suite 2500
Miami FL 33131
jsakalo@bilzin.com
Michael B. Joseph, Esquire
Ferry & Joseph, P.A.
824 Market Street, Suite 904
P. O. Box 1351
Wilmington, DE 19899
ttacconelli@ferryjoseph.com

**Counsel to the Official Committee of
Personal Injury Claimants**

Elihu Inselbuch, Esquire
Caplin & Drysdale, Chartered
375 Park Avenue, 35th Floor
New York, NY 10152
pvn@capdale.com

Matthew G. Zaleski, III, Esquire
Campbell & Levine
800 N. King St #301
Wilmington, DE 19801
mgz@del.camlev.com

The Official Committee of Equity Holders

Philip Bently, Esquire
Kramer, Levin, Naftalis & Frankel LLP
919 Third Avenue
New York, NY 10022
pbentley@kramerlevin.com

Teresa K.D. Currier, Esquire
Klett Rooney Leber & Schorling
1000 West Street, Suite 1410
Wilmington, DE 19801
currier@klettrooney.com
jwaxman@klettrooney.com

The Office of the United States Trustee

Office of the U.S. Trustee
844 King Street, Room 2311
Wilmington, DE 19801